

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.)

Objections due: 7/31/06 at 4:00 p.m.

Hearing date: To be scheduled, only if objections are
timely filed and served.

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
SECOND INTERIM PERIOD, FROM MAY 1, 2006 THROUGH MAY 31, 2006, FOR
THE QUARTER OF APRIL 2006 – JUNE 2006**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

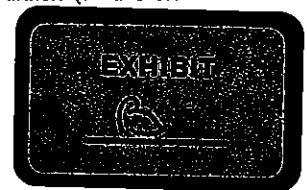
Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: May 1, 2006 – May 31, 2006

Amount of Compensation sought as actual,
reasonable, and necessary: \$18,733.50 for the period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeo International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermecco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



Amount of expense reimbursement sought as
actual, reasonable, and necessary:

\$116.00 for the period

This is a x monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately
(3.10) hours, and the corresponding estimated compensation *that will be requested in a
future application* is approximately **\$ (391.00)**.

Prior fee applications:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35

September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$55,739.00	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002- October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1-February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	\$6,294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 31, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 31, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,723.50	\$154.31	\$7,656.00	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4,676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4,465.50	\$ 4.08	\$3,572.40	\$4.08
March 10, 2004	October 1, 2003- December 31, 2003	\$19,968.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004- January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61
May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50

May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004– March 31, 2004	\$32,451.50	\$1,398.78	\$32,451.50	\$1,398.78
June 7, 2004	April 1, 2004– April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004– May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97
August 12, 2004	June 1, 2004 – June 30, 2004	\$12,228.00	\$372.90	\$9,782.40	\$372.90
August 17, 2004	April 1, 2004 – June 30, 2004	\$31,217.00	\$461.65	\$31,217.00	\$461.65
September 7, 2004	July 1, 2004 – July 31, 2004	\$19,020.00	\$216.31	\$15,216.00	216.31
September 24, 2004	August 1, 2004 – August 31, 2004	\$3,945.50	\$89.18	\$3,156.40	\$89.18
October 22, 2004	September 1, 2004– September 30, 2004	\$9,741.50	\$284.46	\$7,793.20	\$284.46
October 28, 2004	July 1, 2004 – September 30, 2004	\$32,707.00	\$589.95	\$32,707.00	\$589.95
December 1, 2004	October 1, 2004– October 31, 2004	\$20,570.50	\$76.25	\$16,456.40	\$76.25
December 17, 2004	November 1, 2004 – November 30, 2004	\$5,993.00	\$32.75	\$4,794.40	\$32.75
February 17, 2005	December 1, 2004 – December 31, 2004	\$3,397.50	\$24.51	\$2,718.00	\$24.51
March 8, 2005	January 1, 2005 – January 31, 2005	\$7,343.50	\$34.10	\$5,874.80	\$34.10
March 16, 2005	October 1, 2004 – December 31, 2004	\$29,961.00	\$133.51	\$29,961.00	\$133.51
April 15, 2005	February 1, 2005 – February 28, 2005	\$4,948.50	\$40.40	\$3,958.80	\$40.40
May 10, 2005	March 1, 2005 – March 31, 2005	\$6,494.00	\$71.74	\$5,195.20	\$71.74
June 15, 2005	January 1, 2005 – March 31, 2005	\$18,786.00	\$146.24	\$18,786.00	\$146.24
June 7, 2005	April 1, 2005 – April 30, 2005	\$4,754.50	\$38.87	\$3,803.60	\$38.87
July 7, 2005	May 1, 2005 – May 31, 2005	\$9,725.00	\$84.96	\$7,780.00	\$84.96
August 1, 2005	June 1, 2005 – June 30, 2005	\$5,182.00	\$1.80	\$4,145.60	\$1.80
August 8, 2005	April 1, 2005 – June 30, 2005	\$19,661.50	\$125.63	\$19,661.50	\$125.63
August 20, 2005	July 1, 2005 – July 31, 2005	\$10,155.00	\$15.27	\$8,124.00	\$15.27
October 12, 2005	August 1, 2005 – August 31, 2005	\$9,440.00	\$54.18	\$7,552.00	\$54.18
November 4, 2005	September 1, 2005 – September 30, 2005	\$2,772.00	\$14.03	\$2,217.60	\$14.03
November 23, 2005	July 1, 2005 – September 30, 2005	\$22,367.00	\$83.48	\$22,367.00	\$83.48
December 16, 2005	October 1, 2005 – October 31, 2005	\$4,735.50	\$27.51	\$3,788.40	\$27.51

March 10, 2006	November 1, 2005 – November 30, 2005	\$1,819.50	\$24.02	\$1,455.60	\$24.02
March 27, 2006	December 1, 2005 – December 31, 2005	\$7,582.50	\$26.28	\$6,066.00	\$26.28
April 20, 2006	October 1, 2005 – December 31, 2005	\$14,137.50	\$77.81	Pending	Pending
April 20, 2006	January 1, 2006 – January 31, 2006	\$8,997.00	\$58.95	\$7,197.60	\$58.95
April 20, 2006	February 1, 2006 – February 28, 2006	\$7,574.50	\$127.34	\$6,059.60	\$127.34
April 20, 2006	March 1, 2006 – March 31, 2006	\$6,120.50	\$11.93	\$4,896.40	\$11.93
June 8, 2006	April 1, 2006 – April 30, 2006	\$4,012.50	\$185.69	Pending	Pending
June 9, 2006	January 1, 2006 – March 31, 2006	\$22,692.00	\$198.22	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Newman J. Smith	Partner	27 years	Environmental	\$310.00	.90	\$279.00
Cory E. Manning	Of Counsel	8 years	Business Litigation	\$260.00	68.00	\$17,680.00
B.J. Burn	Associate	6 years	Bankruptcy	\$230.00	1.00	\$230.00

Grand Total for Fees: \$18,189.00
Blended Rate: \$260.21

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

L.J. Jennings	Paralegal	4 years	Environmental	\$135.00	.20	\$27.00
A.R. Price	Paralegal	3 years	Bankruptcy	\$115.00	4.50	\$517.50

Grand Total for Fees: \$544.50
Blended Rate: \$115.85

Matter Number	Matter	Total Hours	Total Fees Requested
02399/01527	Quality Maintenance, Inc.	68.00	\$17,680.00
02399/06032	Charleston	1.10	\$306.00
02399/06091	Fee Applications	5.50	\$747.50
TOTAL		74.60	\$18,733.50

Expense Summary

<u>Description</u>	<u>Amount</u>
Telephone	\$2.85
Outside Services	\$100.00
Fed Ex	\$13.15
TOTAL	\$116.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ²)	Case No. 01-01139(JKF)
)	(Jointly Administered)
)	
Debtors.)	

VERIFICATION

Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and says as follows:

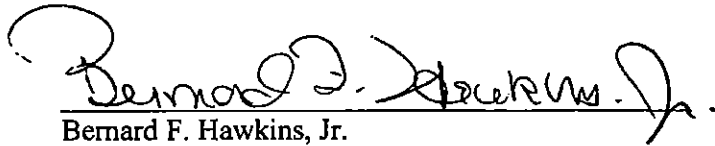
1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bar of the State of South Carolina.

2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special counsel to the Debtors in environmental-related litigation issues and real estate transactions and am thoroughly familiar

² The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Reimedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

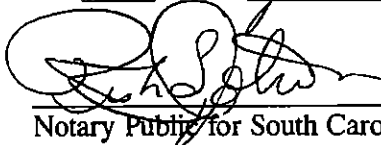
with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Bernard F. Hawkins, Jr.

SWORN to and subscribed before me

this 20 day of June, 2006

 (L.S.)
Notary Public for South Carolina

My Commission Expires: 9/3/09

EXHIBIT A

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Scott Whittier
7500 Grace Drive
Columbia, MD 21044

June 12, 2006
Invoice 745484 Page 1

Our Matter #	02399/01527	For Services Through 05/31/06
Docket No.	2005-CP-02-879	
Name of Matter:	Quality Maintenance, Inc.	

05/01/06	Telephone conference with Lil Ann Gray regarding depositions. C.E. MANNING	0.00 hrs. 0.00/hr	\$0.00
05/06/06	Prepare for depositions of QMI employees. C.E. MANNING	0.60 hrs. 260.00/hr	\$156.00
05/08/06	Communicate with Lil Ann Gray regarding depositions. C.E. MANNING	0.00 hrs. 0.00/hr	\$0.00
05/10/06	Review documents received from QMI's counsel (0.2); telephone discussion with Lil Ann Gray regarding depositions (0.2). C.E. MANNING	0.40 hrs. 260.00/hr	\$104.00
05/11/06	Telephone conference with Harry Fishel regarding status of case and deposition preparation (0.2); review and respond to correspondence from Lil Ann Gray regarding depositions (0.7); draft and send letter to Ms. Gray regarding deposition of Dan Priebe (0.2). C.E. MANNING	1.10 hrs. 260.00/hr	\$286.00
05/13/06	Review documents produced by plaintiff in preparation for depositions of Tirey Voorhies and John Jendrek (3.2); review discovery responses from plaintiff in preparation for the same (1.9); draft outline of direct examination of Mr. Voorhies (2.2). C.E. MANNING	7.30 hrs. 260.00/hr	\$1,898.00
05/14/06	Review documents produced by plaintiff in preparation for depositions of Tirey Voorhies and John Jendrek (2.5); review discovery responses from plaintiff in preparation for the same (0.8); draft outline of direct examination of Mr. Jendrek (1.0); review documents from QMI bankruptcy (0.6). C.E. MANNING	4.90 hrs. 260.00/hr	\$1,274.00
05/15/06	Prepare for depositions of Tirey Voorhies and John Jendrek (5.6); telephone conference with Scott Whittier regarding settlement authority and depositions (0.3); review documents received from QMI (0.5); communicate with Lil Ann Gray regarding deposition logistics and ground rules (0.4). C.E. MANNING	6.80 hrs. 260.00/hr	\$1,768.00
05/16/06	Prepare for depositions of Tirey Voorhies and John Jendrek (2.1); take deposition of Mr. Voorhies (3.6); settlement discussions with Lil Ann Gray and Mr. Jendrek (1.5); take deposition of Mr. Jendrek (2.3); meet with Attorney Hawkins to discuss depositions (0.4); telephone conference with Scott Whittier regarding the same (0.3). C.E. MANNING	10.20 hrs. 260.00/hr	\$2,652.00

W. R. Grace & Co.

June 12, 2006
Invoice 745484 Page 2

05/17/06	Correspond with Lil Ann Gray regarding deposition logistics and witness selection (0.3); correspond with Harry Fishel regarding depositions (0.2). C.E. MANNING	0.00 hrs.	0.00/hr	\$0.00
05/18/06	Communicate with Lil Ann Gray regarding depositions (0.6); telephone conference with Harry Fishel and Danny Mathis regarding depositions of Tirey Voorhies and John Jendrek (1.1); draft letter to Ms. Gray regarding deposition exhibits (0.1). C.E. MANNING	1.80 hrs.	260.00/hr	\$468.00
05/21/06	Prepare for deposition of Dan Priebe (1.0); prepare for meeting with Harry Fishel, Danny Mathis and other Grace Davison employees (0.8). C.E. MANNING	1.80 hrs.	260.00/hr	\$468.00
05/22/06	Meet with Attorney Hawkins regarding expert witness issues (0.2); telephone conference with Attorney VanDine regarding the same (0.1); review deposition transcripts of Tirey Voorhies and John Jendrek and exhibits to the same (3.1); review correspondence from Lil Ann Gray regarding deposition (0.2); draft letter to Ms. Gray regarding the same (0.3). C.E. MANNING	3.90 hrs.	260.00/hr	\$1,014.00
05/23/06	Telephone conference with Attorney VanDine regarding potential expert witnesses (0.2); prepare for visit to Aiken plant and meeting with Harry Fishel and Danny Mathis (1.2). C.E. MANNING	1.40 hrs.	260.00/hr	\$364.00
05/24/06	Prepare for meeting with Harry Fishel and Danny Mathis (1.1); meet with Mr. Fishel and Mr. Mathis (0.5); inspect dryer can with Mr. Fishel and Mr. Mathis (0.8); meet with Duane Heyward regarding QMI engagement (0.6); review and summarize notes from meetings (1.1); review correspondence from Lil Ann Gray (0.3). C.E. MANNING	4.40 hrs.	260.00/hr	\$1,144.00
05/25/06	Prepare for deposition of Dan Priebe (4.5); review summary and notes of meeting with Duane Heyward (0.5); draft deposition outline (0.5). C.E. MANNING	5.50 hrs.	260.00/hr	\$1,430.00
05/26/06	Prepare for deposition of Dan Priebe (2.1); take deposition of Mr. Priebe via telephone (4.2). C.E. MANNING	6.30 hrs.	260.00/hr	\$1,638.00
05/26/06	Receive and review correspondence regarding scheduled telephone depositions. L.J. JENNINGS	0.00 hrs.	0.00/hr	\$0.00
05/29/06	Draft summary of Dan Priebe's deposition for Scott Whittier (0.4); prepare for deposition of Rhonda Hatfield (2.5). C.E. MANNING	2.90 hrs.	260.00/hr	\$754.00
05/30/06	Prepare for deposition of Rhonda Hatfield (3.4); take deposition of Ms. Hatfield (2.7). C.E. MANNING	6.10 hrs.	260.00/hr	\$1,586.00
05/31/06	Review rough transcript of Dan Priebe (0.5); telephone conference with Harry Fishel and Danny Mathis (0.8); review deposition transcripts of Tirey Voorhies and John Jendrek (1.1); draft e-mail to Lil Ann Gray regarding hearing report (0.2). C.E. MANNING	2.60 hrs.	260.00/hr	\$676.00
Fees for Legal Services				\$17,680.00

BILLING SUMMARY

W. R. Grace & Co.

June 12, 2006
Invoice 745484 Page 3

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
C.E. MANNING	<u>68.00</u>	<u>260.00</u>	<u>17,680.00</u>
TOTAL	68.00	260.00	17,680.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/11/2006	Telephone 1-803-648-9575	0.30
05/31/2006	Telephone 1-803-649-4133	0.05
05/31/2006	Telephone 1-803-648-9575	2.25
Total Charges for Other Services Provided/Expenses Incurred		\$2.60

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Telephone	<u>2.60</u>
TOTAL	\$2.60

Net current billing for this invoice	\$17,682.60
GRAND TOTAL.....	<u>\$17,682.60</u>

W. R. Grace & Co.

June 12, 2006
Invoice 745484 Page 4

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 05/31/06

W. R. Grace & Co.
Quality Maintenance, Inc.
Our Matter # 02399/01527

Fees for Professional Services	\$17,680.00	
Charges for Other Services Provided/Expenses Incurred	\$2.60	
Net current billing for this invoice		\$17,682.60
GRAND TOTAL		<u>\$17,682.60</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

June 5, 2006
Invoice 744746 Page 1

Our Matter # 02399/06032
WR Grace # 063-KL-721490-01-0501221
Name of Matter: Charleston

For Services Through 05/31/06

05/05/06	Review Corps permit, prepare correspondence to Mr. Bucens for execution (0.2); telephone conference with Mr. Bucens regarding conditions, follow up needed (0.2). N.J. SMITH	0.40 hrs.	310.00/hr	\$124.00
05/15/06	Review signed permit from Mr. Bucens and prepare package with check to Corps (0.2); brief call with Mr. Bucens regarding same and OCRM permit (0.1). N.J. SMITH	0.30 hrs.	310.00/hr	\$93.00
05/17/06	Confer with Attorney Smith regarding status of OCRM permit. L.J. JENNINGS	0.20 hrs.	135.00/hr	\$27.00
05/19/06	Telephone conference with Ms. Socha regarding availability of fully executed permit, prepare correspondence to Mr. Bucens to transmit same. N.J. SMITH	0.20 hrs.	310.00/hr	\$62.00

Fees for Legal Services \$306.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
N.J. SMITH	0.90	310.00	279.00
L.J. JENNINGS	0.20	135.00	27.00
TOTAL	1.10	\$278.18	\$306.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/05/2006	Federal Express charge	13.15
05/05/2006	Telephone 1-617-899-0354	0.25
05/09/2006	VENDOR: Charleston District Finance and Accounti; INVOICE#: 050506; DATE: 5/9/2006 - Permit Processing Fee to USACE	100.00
Total Charges for Other Services Provided/Expenses Incurred		\$113.40

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
--------------------	----------------

W. R. Grace & Co.

June 5, 2006
Invoice 744746 Page 2

Fed Ex	13.15
Outside Services	100.00
Telephone	0.25
TOTAL	<hr/> \$113.40

Net current billing for this invoice \$419.40

GRAND TOTAL..... \$419.40

W. R. Grace & Co.

June 5, 2006
Invoice 744746 Page 3

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 05/31/06

W. R. Grace & Co.
Charleston
Our Matter # 02399/06032

Fees for Professional Services	\$306.00	
Charges for Other Services Provided/Expenses Incurred	\$113.40	
Net current billing for this invoice		\$419.40
GRAND TOTAL.....		<u>\$419.40</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

June 14, 2006
Invoice 748014 Page 1

Our Matter # 02399/06091 For Services Through 05/31/06
Name of Matter: Fee Applications

05/18/06	Follow up on status of all outstanding fee applications. B.J. BURN	0.20 hrs.	230.00/hr	\$46.00
05/23/06	Finalize 20th Quarterly Summary and Fee Application for attorney review and signature. A.R. PRICE	1.70 hrs.	115.00/hr	\$195.50
05/24/06	Review and edit 20th Quarterly Fee Application. B.J. BURN	0.40 hrs.	230.00/hr	\$92.00
05/24/06	Analyze invoices and draft April 2006 Fee Application for attorney review. A.R. PRICE	2.80 hrs.	115.00/hr	\$322.00
05/25/06	Edit and review April 2006 Fee Application. B.J. BURN	0.30 hrs.	230.00/hr	\$69.00
05/25/06	Follow up with paralegal on issue regarding approval of monthly fee applications. B.J. BURN	0.10 hrs.	230.00/hr	\$23.00

Fees for Legal Services \$747.50

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.J. BURN	1.00	230.00	230.00
A.R. PRICE	4.50	115.00	517.50
TOTAL	5.50	135.91	747.50

Net current billing for this invoice \$747.50

GRAND TOTAL..... \$747.50

W. R. Grace & Co.

June 14, 2006
Invoice 748014 Page 2

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: Accounts Receivable
Nelson Mullins Riley & Scarborough LLP
Post Office Drawer 11009
Columbia, South Carolina 29211
Telephone (803) 799-2000

For Services Through 05/31/06

W. R. Grace & Co.
Fee Applications
Our Matter # 02399/06091

Fees for Professional Services	\$747.50	
Charges for Other Services Provided/Expenses Incurred	\$0.00	
Net current billing for this invoice		\$747.50
GRAND TOTAL.....		<u>\$747.50</u>

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

CB&T

ABA#: 061100606

Beneficiary Bank: National Bank of South Carolina (NBSC), Sumter, SC

ABA#: 053200666

Beneficiary Customer: Nelson Mullins Riley & Scarborough, L.L.P.

Beneficiary Account Name: Columbia Operating Account

Beneficiary Account Number: 00322407701

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

AFFIDAVIT OF SERVICE

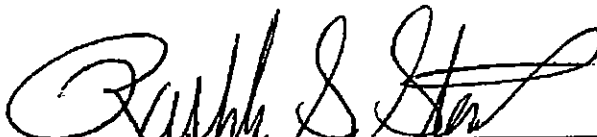
STATE OF DELAWARE)	
)SS	
COUNTY OF NEW CASTLE)	

Rasheda S. Stewart, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl Young Jones & Weintraub LLC, co-counsel for the Debtors, in the above-captioned action, and that on the 10th day of July 2006 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

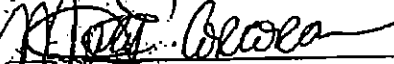
**Application of Nelson Mullins Riley & Scarborough, LLP for
Compensation for Services and Reimbursement of Expenses as
Special Counsel to W. R. Grace & Co., et al., for the Second Interim
Period, From May 1, 2006 through May 31, 2006, for the Quarter of
April 2006 through June 2006.**

Dated: July 10, 2006



Rasheda S. Stewart

Sworn to and subscribed before
me this 10th day of July, 2006



Notary Public

My Commission Expires:

11/4/07

MARY E. CORCORAN

Notary Public

State of Delaware

My Commission Expires Nov. 4, 2007

Grace Fee Application Service List
Case Number: 01-1139 (JKF)
Document Number: 45804
01 – Hand Delivery
02 – Federal Express
14 – E-Mail

smcfarland@pszyj.com
(Counsel to Debtors and Debtors in Possession)
Laura Davis Jones, Esquire
James E. O'Neill, Esquire
Pachulski Stang Ziehl Young Jones & Weintraub LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

(Parcels)
Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Hand Delivery
(United States Trustee)
David Klauder, Esquire
Office of the United States Trustee
844 King Street, Room 2311
Wilmington, DE 19801

Federal Express
(Fee Auditor)
Warren H. Smith
Warren H. Smith & Associates
Republic Center
325 N. St. Paul
Suite 1275
Dallas, TX 75201

Federal Express and E-mail:
william.sparks@grace.com
(W.R. Grace & Co.)
Mark Shelnitz
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

E-mail: syoder@bayardfirm.com
(Local Counsel to DIP Lender)
Steven M. Yoder, Esquire
The Bayard Firm

E-mail: meskin@del.camlev.com
(Local Counsel to Asbestos Claimants)
Marla Eskin, Esquire
Campbell & Levine, LLC

E-mail: ttacconelli@ferryjoseph.com
(Counsel for Property Damage Claimants)
Theodore Tacconelli, Esquire
Ferry & Joseph, P.A.

E-mail: mlastowski@duanemorris.com
(Counsel to Official Committee of Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP

E-mail: currier@klettrooney.com
(Counsel for Official Committee of Equity Holders)
Teresa K.D. Currier, Esquire
Klett Rooney Lieber & Schorling

E-mail: james.kapp@chicago.kirkland.com
(Counsel to Debtor)
James H.M. Sprayregen, P.C.
James Kapp, III, Esquire
Kirkland & Ellis

E-mail: pvnk@capdale.com

(Official Committee of Personal Injury
Claimants)

Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered

E-mail: elawler@stroock.com

(Official Committee of Unsecured
Creditors)

Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP

E-mail: isakalo@bilzin.com

(Official Committee of Property Damage
Claimants)

Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price &
Axelrod LLP

E-mail: david.heller@lw.com and

carol.hennessey@lw.com

(Counsel to DIP Lender)

J. Douglas Bacon, Esquire
Latham & Watkins

E-mail: pbentley@kramerlevin.com

(Counsel to Official Committee of Equity
Holders)

Philip Bentley, Esquire
Kramer Levin Naftalis & Frankel LLP